



UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

**Caption in Compliance with D.N.J. LBR 9004-2(c)**

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In re:

TIN MAN SNACKS, LLC,

Debtor-in-Possession.

Case No.: 13-25626 (KCF)

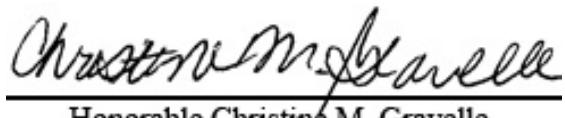
Chapter 11

Hon. Kathryn C. Ferguson

**INTERIM ORDER AUTHORIZING THE DEBTOR'S USE OF CASH  
COLLATERAL PURSUANT TO 11 U.S.C. § 363(c)(2) AND FEDERAL  
RULE BANKRUPTCY PROCEDURE 4001 AND SCHEDULING  
A FINAL HEARING DATE**

The relief set forth on the following pages numbered two (2) through nine (9) is hereby  
**ORDERED.**

**DATED: 8/8/2013**

  
\_\_\_\_\_  
Honorable Christine M. Gravelle  
United States Bankruptcy Judge

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Debtor: Tin Man Snacks, LLC,

Case No. : 13-25626 (KCF)

Caption of Order: Interim Order Authorizing the Debtor's Use of Cash Collateral Pursuant to 11 U.S.C. § 363(c)(2) and Federal Rule of Bankruptcy Procedure 4001 and Scheduling a Final Hearing

**THIS MATTER** having been opened to the Court by Tin Man Snacks, LLC, the within debtor and debtor-in-possession (the "Debtor"), by and through its proposed attorneys, Wilentz, Goldman & Spitzer, P.A., for entry of an order granting it authority to use Crestmark Bank's ("Crestmark") and Crossroads Financial, LLC's ("Crossroads") cash collateral (as described in the Debtor's Verified Application in Support of Interim Use of Cash Collateral (the "Application"))<sup>1</sup> on an interim basis pursuant to Federal Rule of Bankruptcy Procedure 4001(b) and 11 U.S.C. § 363(c)(2) and scheduling a final hearing (the "Motion"); and it appearing that notice of the Motion, together with notice of the preliminary hearing thereon, has been given and served by the Debtor on: (1) the Office of the United States Trustee; (2) the Debtor's alleged secured creditors and/or equipment lessors and/or their known counsel; (3) the twenty (20) largest unsecured creditors of the Debtor; and (4) all other parties identified on the Certification of Service filed with the Court; and the Court having considered the Application; and after due deliberation and with good and sufficient cause appearing for the entry of the within order, it is hereby found:

A. Notice and Hearing. Notice of the Motion and of the interim hearing on the Debtor's use of cash collateral has been served in accordance with Section 102(1) of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 4001(b), which notice is appropriate in the particular circumstances and sufficient for all purposes under the Bankruptcy Code and the applicable Federal and Local Rules of Bankruptcy Procedure with respect to the relief requested.

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<sup>1</sup> All capitalized terms used but not otherwise defined in this Order shall have the meanings set forth in the Debtor's Application.

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B. Chapter 11 Filed. The Debtor filed a petition under Chapter 11 of the Bankruptcy Code on July 17, 2013 (the "Petition Date"), and is presently operating as a debtor-in-possession pursuant to 11 U.S.C. §§ 1107 and 1108.

C. Pre-Petition Debt. The Debtor is a borrower under a Credit Facility with Crestmark. Crestmark asserts a blanket lien on all of the Debtor's assets. Based on the Debtor's books and records, Crestmark will likely assert a secured claim in the approximate amount of \$75,000 as of the Petition Date. The Debtor is also a borrower under a Credit Facility with Crossroads. Crossroads asserts a blanket lien on all of the Debtor's assets. Based on the Debtor's books and records, Crossroads will likely assert a secured claim in the approximate amount of \$270,000 as of the Petition Date (collectively, the "Pre-Petition Debt").

D. Pre-Petition Collateral. Subject to the Debtor's and any party's reservation of rights to challenge the extent, validity and priority of the liens asserted by Crestmark, it appears Crestmark may have, subject to making a prima facie showing, a properly perfected lien on all the Debtor's assets as of the Petition Date, including the Debtor's cash, accounts receivable and other collateral, the cash proceeds of which is or may constitute "Cash Collateral" as defined by 11 U.S.C. §363(a). In addition, subject to the Debtor's and any party's reservation of rights to challenge the extent, validity and priority of the liens asserted by Crossroads, it appears that Crossroads may have, subject to making a prima facie showing, a lien on all the Debtor's assets as of the Petition Date, including the Debtor's cash, accounts receivable and other collateral, the cash proceeds of which is or may constitute "Cash Collateral" as defined by 11 U.S.C. §363(a).

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E. Cash Collateral. "Cash Collateral" as defined by 11 U.S.C. §363(a) includes post-petition proceeds, products, offspring, rents, or profits of property and the fees, charges, accounts or other payments for the use or occupancy of rooms and other public facilities in hotels, motels, or other lodging properties subject to a security interest as provided in Section 552(b) and as the term "proceeds" is described in subject to a security interest as provided in 11 U.S.C. § 522(b) and as the term "proceeds" is described in UCC Section 9-306.

F. Necessity and Best Interest. The Debtor does not have sufficient unencumbered cash or other assets with which to continue to operate its businesses in Chapter 11. The Debtor requires immediate authority to use cash collateral as defined herein to continue its business operations without interruption toward the objective of formulating an effective plan of reorganization. The Debtor's use of cash collateral to the extent and on the terms and conditions set forth herein is necessary to avoid immediate and irreparable harm to the estate pending a final hearing. The amount of Crestmark's and Crossroad's cash collateral authorized to be used pending a final hearing or entry of a final Order is not to exceed the amounts reflected in the Debtor's four-week summary cash flow attached hereto as Exhibit "A," for the time period from the Petition Date through and including August 20, 2013 (the "Cash Collateral Budget").

G. Purposes. The Debtor must be authorized to use Crestmark's and Crossroad's cash collateral to meet its ordinary cash needs for the payment of actual expenses of the Debtor necessary to: (a) maintain and preserve its assets, and (b) continue operation of its business, including payroll and payroll taxes, rent, utilities, amounts owed to vendors and other suppliers

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of goods and services, United States Trustee fees and insurance as reflected in the Cash Collateral Budget through the date of the Final Hearing.

AND the Court having determined there is a reasonable likelihood that the Debtor will prevail upon the merits at the final hearing of the motion as required by 11 U.S.C. §363(c) (3); and for good cause shown,

**IT IS ORDERED** on an interim basis as follows:

1. **Use of-Cash Collateral.** The Debtor is authorized to use Crestmark's and Crossroad's cash collateral, *nunc pro tunc* to July 26, 2013, in accordance with the Cash Collateral Budget up to the aggregate amount of \$220,000.00 through and including August 20, 2013, for the following purposes:

(a) maintenance and preservation of its assets; and  
(b) the continued operation of its business, including but not limited to payroll, payroll taxes, rent, utilities, amounts owed to vendors and other suppliers of goods and services, United States Trustee fees and insurance.

2. **Cash Infusion.** Vincent Mastria, a member of the Debtor, is authorized and permitted to invest the amount of \$25,000.00 in the Debtor and reserves his right to seek payment as an administrative expense, upon application to the Court.

3. **Adequate Protection.** As adequate protection for use of their cash collateral, Crestmark and Crossroads are GRANTED:

(a) a replacement perfected security interest under 11 U.S.C. § 361(2): (i) only to the extent the Debtor uses Crestmark's and Crossroad's cash collateral and such use results in a diminution of its interest in the cash collateral; (ii) only to the extent Crestmark's and

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Crossroad's respective pre-petition lien or interest are valid; and (iii) with the same priority in the post-petition collateral and proceeds thereof of the Debtor that Crestmark and Crossroads held in the pre-petition collateral;

(b) the replacement lien and security interest granted to Crestmark and Crossroads is automatically deemed perfected upon entry of this Order without the necessity of either taking possession of its collateral or filing financing statements, mortgages or other documents;

(c) to the extent that the adequate protection provided for herein, including any equity cushion, fails to protect Crestmark and Crossroads against any post-petition diminution in the value of their collateral, Crestmark and Crossroads are hereby granted a super-priority administrative expense claim as provided for in Section 507(b) of the Bankruptcy Code;

(d) Crossroads shall be entitled to receipt of adequate protection payments in the full amounts, and on or before the dates, set forth in the Cash Collateral Budget (attached hereto); and

(e) Nothing contained herein shall impair or prejudice the Debtor, any party's or the estate's rights to challenge the extent, priority, perfection and amount of any prepetition secured claims, liens, or security interests, including those which may be held or asserted by Crestmark and Crossroads.

4. Reporting. The Debtor shall provide to counsel to Crestmark and Crossroads the detail and underlying assumptions associated with the Cash Collateral Budget. The Debtor shall also provide weekly accountings to Crestmark and Crossroads setting forth the cash receipts and disbursements made by the Debtor during the preceding week under this Order. In addition, the Debtor shall provide Crestmark and Crossroads with copies of its monthly United

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States Trustee operating reports. Upon appointment of an official committee of unsecured creditors ("Committee"), the Debtor shall submit a copy of the monthly operating reports to counsel to the Committee (if counsel has been appointed), and until counsel is retained, to the Chairman of said Committee.

5. Creditors' Rights of Inspection and Audit. Upon reasonable notice by Crestmark and Crossroads, the Debtor shall permit Crestmark and Crossroads and any of their agents reasonable and free access to the Debtor's records and place of business during normal business hours to verify the existence, condition and location of collateral in which Crestmark and Crossroads holds a security interest and to audit the Debtor's cash receipts and disbursements.

6. Interlocutory Order and No Modification of Creditor's Adequate Protection.  
This is an interlocutory order. Nothing contained herein shall be deemed or construed to: (a) limit Crestmark and Crossroads to the relief granted herein; (b) bar Crestmark and Crossroads from seeking other and further relief (including, without limitation, relief from the terms of this Order) for cause shown on appropriate notice from Crestmark and Crossroads and other parties-in-interest entitled to notice of same; or (c) require Crestmark and Crossroads to make any loans or advances to the Debtor. The Order may be modified for cause shown by the Debtor, Crestmark, Crossroads, or any other party-in-interest on due notice. No such modification, however, shall deprive Crestmark and Crossroads of its interest in the Debtor's property (pre-petition and post-petition) to the extent valid.

7. Default Hearing. In the event the Debtor defaults under or violates this Order, Crestmark and/or Crossroads may request a hearing within ten (10) days (or if immediate and

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irreparable injury, loss or damage may occur, an emergency hearing within forty-eight (48) hours). For purposes of this Order, however, the Debtor shall not be deemed to be in default for any deviation from the Cash Collateral Budget provided such deviation is not more than ten percent (10%) of the total budgeted disbursements on a cumulative basis.

**FINAL HEARING**

**IT IS FURTHER ORDERED, AND NOTICE IS HEREBY GIVEN** that any creditor or other interested party having any objection to the Debtor's use of Crestmark's and Crossroad's cash collateral shall file with the Clerk of this Court and serve upon counsel for the Debtor, counsel to Crestmark and Crossroads and the Office of the United States Trustee, by or before August 15, 2013 at 5:00 p.m., a written objection, and shall appear to advocate said objection at a Final Hearing to be held on August 20, 2013 at 2:00 p.m in Courtroom #3 of the United States Bankruptcy Court, Clarkson S. Fisher U.S. Courthouse, 402 East State Street, Trenton, New Jersey. If no objections are filed and advocated at such hearing, then this Order shall continue in full force and effect and shall be deemed a Final Order without further notice or hearing in accordance with Federal Rule of Bankruptcy Procedure 4001(d)(3).

**NOTICE**

**IT IS FURTHER ORDERED** that the Debtor serve a copy of this Order and Notice by first class mail, within two (2) business days from the date hereof, on: (a) the Office of the United States Trustee; (b) Crestmark, Crossroads, and all other known secured creditors and their respective counsel, if known; and (c) counsel to any Committee appointed under 11 U.S.C. § 1102 if one has been appointed and, if not, to each of the Debtor's twenty (20) largest unsecured creditors set forth on the lists filed pursuant to Federal Rule of Bankruptcy

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Procedure 1007(d). The Debtor shall thereafter file with the Clerk a Certificate of Service of said mailing.

[END OF ORDER]

#7013529.9(999999.309)

# **EXHIBIT A**

Sales Forecast								
	Jul							
Sales	07/22 - 07/28	07/29 - 08/04	08/05 - 08/11	08/12 - 08/18	08/19 - 08/25	08/26 - 09/01	Total	
Other Inventory	\$0	\$0	\$0	\$0	\$25,000	\$25,000	\$50,000	(4)
Save - A - Lot Cornuts and Chocolates	\$0	\$0	\$0	\$40,000			\$40,000	*** (3)
Generic Bags & Organic	\$0	\$0	\$30,000	\$0			\$30,000	*** (3)
Safeway Finished Goods	\$0	\$13,500	\$0	\$0			\$13,500	(2)
Pre-Pop Popcorn	\$18,000	\$25,000	\$25,000	\$25,000	\$27,500	\$29,000	\$149,500	
<b>Total Sales</b>	<b>\$18,000</b>	<b>\$38,500</b>	<b>\$55,000</b>	<b>\$65,000</b>	<b>\$52,500</b>	<b>\$54,000</b>	<b>\$283,000</b>	
Direct Cost of Sales								
	Jul							
Microwave Popcorn	\$0	\$0	\$0	\$0			\$0	
Pre-Popped Microwave	\$9,360	\$13,000	\$13,000	\$13,000	\$14,300	\$15,080	\$77,740	(1)
<b>Subtotal Direct Cost of Sales</b>	<b>\$9,360</b>	<b>\$13,000</b>	<b>\$13,000</b>	<b>\$13,000</b>	<b>\$14,300</b>	<b>\$15,080</b>	<b>\$77,740</b>	
Gross Margin	\$8,640	\$25,500	\$42,000	\$52,000	\$38,200	\$38,920	\$128,140	
Gross Margin %	48.00%	66.23%	76.36%	80.00%	72.76%	72.07%	45.28%	
Operating Expenses								
	Jul							
Expenses								
Payroll	\$2,500	\$0	\$2,500	\$0	\$0	\$0	\$5,000	
Discount & Allowance	\$180	\$655	\$250	\$250	\$250	\$250	\$1,835	
Warehousing & Freight Out	\$1,674	\$2,674	\$2,674	\$3,174	\$3,174	\$3,174	\$16,544	
Rent	\$6,361	\$6,361	\$6,361	\$6,361	\$6,361	\$6,361	\$38,166	
Fork Lift Payment	\$92	\$92	\$92	\$92	\$92	\$92	\$552	
Interest Exp A/R	\$256	\$547	\$355	\$355	\$391	\$412	\$2,315	
Utilities	\$250	\$250	\$250	\$250	\$250	\$250	\$1,500	
Insurance	\$173	\$173	\$173	\$173	\$173	\$173	\$1,038	
Freight In	\$500	\$500	\$500	\$500	\$500	\$500	\$3,000	
Other	\$231	\$231	\$231	\$12,081	\$231	\$231	\$13,236	
<b>Total Expense</b>	<b>\$12,217</b>	<b>\$11,483</b>	<b>\$13,386</b>	<b>\$23,236</b>	<b>\$11,422</b>	<b>\$11,443</b>	<b>\$83,186</b>	
General and Administrative %	67.87%	29.83%	24.34%	35.75%	21.76%	21.19%	29.39%	
<b>Total Operating Expenses</b>	<b>\$12,217</b>	<b>\$11,483</b>	<b>\$13,386</b>	<b>\$23,236</b>	<b>\$11,422</b>	<b>\$11,443</b>	<b>\$83,186</b>	
<b>Net Profit</b>	<b>(\$3,577)</b>	<b>\$14,017</b>	<b>\$28,614</b>	<b>\$28,764</b>	<b>\$26,779</b>	<b>\$27,477</b>	<b>\$44,954</b>	
<b>Net Profit/Sales</b>	<b>17.72%</b>	<b>35.92%</b>	<b>25.92%</b>	<b>-11.48%</b>	<b>-11.48%</b>	<b>-11.48%</b>	<b>16.97%</b>	
Cash Flow								
	Jul							
Cash Received								
Cash from Operations								
Cash Sales	\$0	\$0	\$30,000	\$0	\$25,000	\$25,000	\$30,000	
Cash from Receivables Factoring	\$15,300	\$21,250	\$21,250	\$55,250	\$44,625	\$45,900	\$113,050	
<b>Subtotal Cash from Operations</b>	<b>\$15,300</b>	<b>\$21,250</b>	<b>\$51,250</b>	<b>\$55,250</b>	<b>\$69,625</b>	<b>\$70,900</b>	<b>\$143,050</b>	
Additional Cash Received								
Beginning Cash	\$25,000						\$25,000	
Cash Available From A/R Factor	\$24,000						\$24,000	
Cash to Be Collected From Current A/R	\$0	\$4,500	\$4,500	\$2,700	\$3,750	\$3,750	\$19,200	
New Investment Received	\$0	\$25,000	\$0	\$0	\$0	\$0	\$25,000	
<b>Subtotal Additional Cash Received</b>	<b>\$49,000</b>	<b>\$29,500</b>	<b>\$4,500</b>	<b>\$2,700</b>	<b>\$3,750</b>	<b>\$3,750</b>	<b>\$93,200</b>	
<b>Subtotal Cash Received</b>	<b>\$64,300</b>	<b>\$50,750</b>	<b>\$55,750</b>	<b>\$57,950</b>	<b>\$73,375</b>	<b>\$74,650</b>	<b>\$236,250</b>	
Expenditures								
Expenditures from Operations								
Inventory Purchases (a)	\$32,418	\$5,000	\$32,418	\$0	\$0	\$25,418	\$95,254	
Bill Payments	\$12,217	\$11,483	\$13,386	\$23,236	\$11,422	\$11,443	\$83,186	
<b>Subtotal Spent on Operations</b>	<b>\$44,635</b>	<b>\$16,483</b>	<b>\$45,804</b>	<b>\$23,236</b>	<b>\$11,422</b>	<b>\$36,861</b>	<b>\$178,440</b>	
Additional Cash Spent								
Principal Repayment to CrossRoads Financial From Sale of Current Inv	\$0	\$0	\$30,000	\$40,000	\$25,000	\$25,000	\$120,000	
Principal Repayment to CrossRoads Financial From Profits	\$0	\$0	\$0	\$0	\$0	\$5,000	\$5,000	
<b>Subtotal Cash Spent</b>	<b>\$44,635</b>	<b>\$16,483</b>	<b>\$75,804</b>	<b>\$63,236</b>	<b>\$36,422</b>	<b>\$66,861</b>	<b>\$298,440</b>	
<b>Net Cash Flow</b>	<b>\$19,665</b>	<b>\$34,267</b>	<b>(\$20,054)</b>	<b>(\$5,286)</b>	<b>\$36,954</b>	<b>\$7,789</b>	<b>\$73,335</b>	
<b>Cash Balance</b>	<b>\$19,665</b>	<b>\$53,933</b>	<b>\$33,879</b>	<b>\$28,593</b>	<b>\$65,546</b>	<b>\$73,335</b>	<b>\$73,335</b>	

\*\*\*Proceeds from Sale of Bags and Chocolates to be Paid Directly to Cross Roads Approximately 70,000

(a) Week 07/18- 07/21

Brimms Cheddar &amp; Butter ready to Ship \$13,789.50

Popcorn Alley Needs to produce and paying 2,500 towards previous balance \$18,628

Week 07/22- 07/28

Consolidated Packaging \$5,000 Caramel Film

Week 07/29- 08/04

Brimms Cheddar &amp; Butter ready to Ship \$13,789.50

Popcorn Alley Needs to produce and paying 2,500 towards previous balance \$18,628

Week 08/12 - 08/18 includes 11,850 payment for new plates on Wal-Mart national label

1099 Payroll for "Joseph Glusak" \$2500 every two weeks

(1) Pre-Popped cost of goods sold includes 31,000 of current finished goods inventory

(2) Safeway sales includes 10,000 of current finished goods inventory

(3) Sales of Bags approximately 36,000 current raw materials and sale of chocolates and cornuts finished goods 46,000 .

(4) This is guesstimate on moving the balance of current inventory

<b>Sales</b>						
Microwave Popcorn	\$13,500	\$0	\$0	\$0	\$0	\$13,500
Save - A - Lot Cornuts and Chocolates	\$40,000	\$0	\$0	\$0	\$0	\$40,000
Generic Bags & Organic	\$30,000	\$0	\$0	\$0	\$0	\$30,000
Balance of remaining Inventory (except walmart)	\$50,000	\$0	\$0	\$0	\$0	\$50,000
Safeway Finished Goods	\$0	\$0	\$0	\$0	\$0	\$0
Pre-Pop Popcorn	\$105,000	\$120,000	\$200,000	\$300,000	\$300,000	\$1,025,000
<b>Total Sales</b>	<b>\$238,500</b>	<b>\$120,000</b>	<b>\$200,000</b>	<b>\$300,000</b>	<b>\$300,000</b>	<b>\$1,158,500</b>
<b>Direct Cost of Sales</b>						
Microwave Popcorn	\$0	\$0	\$0	\$0	\$0	\$0
Pre-Popped Microwave	\$54,600	\$62,400	\$104,000	\$156,000	\$156,000	\$533,000
<b>Subtotal Direct Cost of Sales</b>	<b>\$54,600</b>	<b>\$62,400</b>	<b>\$104,000</b>	<b>\$156,000</b>	<b>\$156,000</b>	<b>\$533,000</b>
Gross Margin	\$183,900	\$57,600	\$96,000	\$144,000	\$144,000	\$625,500
Gross Margin %	77.11%	48.00%	48.00%	48.00%	48.00%	53.99%
<b>Operating Expenses</b>						
<b>Expenses</b>						
Payroll	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$25,000
Discount & Allowance	\$1,350	\$1,000	\$2,000	\$3,000	\$3,000	\$10,350
Warehousing & Freight Out	\$9,250	\$7,250	\$14,500	\$21,750	\$21,750	\$74,500
Rent	\$27,568	\$1,500	\$1,500	\$1,500	\$1,500	\$33,568
Fork Lift Payment	\$450	\$450	\$0	\$0	\$0	\$900
Interest Exp A/R	\$1,400	\$1,400	\$2,800	\$4,200	\$4,200	\$14,000
Utilities	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$5,000
Insurance	\$750	\$750	\$750	\$750	\$750	\$3,750
Freight In	\$2,000	\$2,000	\$4,000	\$6,000	\$6,000	\$20,000
Other	\$12,273	\$1,000	\$1,000	\$1,000	\$1,000	\$16,273
<b>Total Expense</b>	<b>\$61,041</b>	<b>\$21,350</b>	<b>\$32,550</b>	<b>\$44,200</b>	<b>\$44,200</b>	<b>\$203,341</b>
General and Administrative %	25.59%	17.79%	16.28%	14.73%	14.73%	17.55%
<b>Total Operating Expenses</b>	<b>\$61,041</b>	<b>\$21,350</b>	<b>\$32,550</b>	<b>\$44,200</b>	<b>\$44,200</b>	<b>\$203,341</b>
<b>Net Profit</b>	<b>\$122,859</b>	<b>\$36,250</b>	<b>\$63,450</b>	<b>\$99,800</b>	<b>\$99,800</b>	<b>\$422,159</b>
<b>Net Profit/Sales</b>	<b>32.25%</b>	<b>32.25%</b>	<b>35.00%</b>	<b>35.92%</b>	<b>35.92%</b>	<b>32.17%</b>
<b>Projected Paybacks on Profit to Cross Roads</b>	<b>5,000.00</b>	<b>10,000.00</b>	<b>42,500.00</b>	<b>50,000.00</b>	<b>50,000.00</b>	<b>157,500.00</b>

	Item Description	On Hand	U/M	Avg Cost	Asset Value	Sales Price	Retail Value
12 CLIP STRIP DISPLAY							
6 PACK MASTER 12 CT SNACK	12 CLIP STRIP DISPLAY W/HOOK LABEL	1,060.00	ea	0.34	357.22	0.00	0.00
9 X 27 PAD	RSC GLUED IN PLAIN 10 7/8 X 9 11/16 X 10 1/4 32 ECT	0.00	ea	0.49	0.00	0.00	0.00
BULK CHOC ROCKS	PAD NONE PLAIN 9 X 27 32BECT	1,600.00		0.17	287.20	0.00	0.00
BULK SUNFLOWER RDRP	BULK OF CHOC ROCKS 2.5OZ	5,027.60	lb	2.10	10,557.96	0.00	0.00
C-4/12 COUNT LARG CORNNUT	BULK SUNFLOWER RDRP 2.5OZ	477.30	lb	2.10	1,002.33	0.00	0.00
C-4/12 CT DOLLAR TREE INSERT	RSC GLUED IN PLAIN 19 1/8 X 19 1/8 X 15 32 ECT 12CT Regular	675.00	ea	1.26	848.48	0.00	0.00
C-4/12 CT DOLLAR TREE SHIPPER	PAD GLUED IN PLAIN 21 7/8 X 34 32 CECT	1,250.00	ea	0.17	217.47	0.00	0.00
C-DISPLAY BASE SFY	RSC GLUED IN PLAIN 27-1/2 X 4-1/2 32CECT	600.00	ea	0.62	372.94	0.00	0.00
C-DISPLAY SHIPPER SFY	J DIC GLUED IN PLAIN 15 5/8 X 12 X 45 32 BECT	20.00	ea	1.82	36.46	0.00	0.00
C-DISPLAY TRAY SFY	RSC GLUED IN PLAIN 30 1/2 X 13 3/4 X 9 1/2 32 CECT MW 1/S	20.00	ea	1.22	24.32	0.00	0.00
C-SHIPPER 3PK SAFEWAY	N DIC NONE PLAIN 28 3/4 X 20 7 1/4 32 BECT MW 1/S	20.00	ea	2.09	41.84	0.00	0.00
C-SHIPPER PANTRY ESENT SFY	SHIPPER 3PK SAFEWAY	1,900.00	ea	0.24	455.95	0.00	0.00
C-SHIPPER SAVEALOT BUTTER	SHIPPER PANTRY ESENT SAFEWAY	7,000.00	ea	0.33	2,281.99	0.00	0.00
C-SHIPPER SAVEALOT KETTLE	SHIPPER SAVEALOT BUTTER	15,083.00	ea	0.47	7,115.42	0.00	0.00
C-SHIPPER SAVEALOT KETTLE	SHIPPER SAVEALOT KETTLE	10,781.00	ea	0.49	5,286.24	0.00	0.00
C-SHIPPER SAVEALOT MOVIE	SHIPPER SAVEALOT MOVIE	18,046.00	ea	0.48	8,598.47	0.00	0.00
C-SHIPPER SFWAY30OZ	30 OZ SAFEWAY PLASTIC JAR SHIPPER BOX 12PK 45 1/8 X 30 1/4 ECT	4,000.00	ea	0.77	3,071.93	0.00	0.00
C-SHIPPER SMART&FINAL 28CT	SHIPPER SMART&FINAL 28CT	9,000.00	ea	1.35	12,150.00	0.00	0.00
C3-PCK AM CLASSIC	C3-PCK AM CLASSIC	1,600.00	ea	0.06	94.75	0.00	0.00
C3-PCK O ORGANIC BUTTER	C3-PCK O ORGANIC BUTTER	0.00	ea	0.06	0.05	0.00	0.00
C3-PCK O ORGANIC NATURAL	C3-PCK O ORGANIC NATURAL	0.00	ea	0.06	0.00	0.00	0.00
C3-PCK SNACK ARTIST 94% FF	3-PCK SNACK ARTIST 94% FAT FREE	22,400.00	ea	0.05	1,150.49	0.00	0.00
C3-PCK SNACK ARTIST BUTTER	C3-PCK SNACK ARTIST BUTTER	14,400.00	ea	0.05	740.50	0.00	0.00
C3-PCK SNACK ARTIST EXT BTR	C3-PCK SNACK ARTIST EXT BUTTER	22,000.00	ea	0.05	1,131.80	0.00	0.00
C3-PCK SNACK ARTIST KETTLE	C3-PCK SNACK ARTIST KETTLE CORN	38,000.00	ea	0.05	1,947.61	0.00	0.00
C3-PCK SNACK ARTIST LITE BTR	C3-PCK SNACK ARTIST LITE BUTTER	33,600.00	ea	0.05	1,727.21	0.00	0.00
C3-PCK SNACK ARTIST MOVIE	C3-PCK SNACK ARTIST MOVIE THEATER	52,400.00	ea	0.06	3,123.03	0.00	0.00
C6-PCK SAV A LOT BUTTER	6-PCK SAV A LOT BUTTER	39,200.00	ea	0.10	3,974.88	0.00	0.00
C6-PCK SAV A LOT KETTLE CORN	6-PCK SAV A LOT KETTLE CORN	18,750.00	ea	0.10	1,898.33	0.00	0.00
C6-PCK SAV A LOT MOVIE THEATER	6-PCK SAV A LOT MOVIE THEATER BUTTER	63,300.00	ea	0.10	6,418.61	0.00	0.00
C SF 94% FAT FREE	CARTONS SMART AND FINA 94% FAT FREE	55,600.00	ea	0.06	3,463.88	0.00	0.00
C SF EXTRA BUTTER	C SF EXTRA BUTTER	40,400.00	ea	0.06	2,516.92	0.00	0.00
C SF KETTLE	CARTONS SMART AND FINAL EXTRA BUTTER	65,200.00	ea	0.06	3,885.92	0.00	0.00
CLIP STRIP LABEL	CIP STRIP LABEL DOLLAR TREE	20,280.00	ea	0.01	275.81	0.00	0.00
CLIP STRIPS	CLIP STRIPS DOLLAR TREE	7,280.00	ea	0.20	1,456.00	0.00	0.00
FILM Choc Popperz 1.5 oz	FILM Choc Popperz 1.5 oz	113,755.04	IMP	0.03	3,170.35	0.01	1,137.55
FILM Choc Rocks 2.5 oz	FILM Choc Rocks 2.5 oz	0.00	IMP	0.03	0.00	0.00	0.00
FILM FOR BBQ Com Snacks 5oz	FILM FOR BBQ Com Snacks 5oz	0.00	IMP	0.04	0.00	0.00	0.00
FILM FOR Orig Com Snacks 5oz	FILM FOR Orig Com Snacks 5oz	35,911.36	IMP	0.04	1,338.78	0.01	359.11
FILM GREAT VALUE BUTTER	FILM GREAT VALUE BUTTER	85,518.00	IMP	0.15	12,662.93	0.00	0.00
FILM GREAT VALUE CARMEL CORN	FILM GREAT VALUE CARMEL CORN	68,586.68	IMP	0.08	5,272.25	0.00	0.00
FILM GREAT VALUE CHEDDAR CHEESE	FILM GREAT VALUE CHEDDAR CHEESE	38,357.20	IMP	0.11	4,332.09	0.00	0.00
FILM Jumbo BBQ Com Snk 2.5 oz	FILM Jumbo BBQ Com Snk 2.5 oz	91,000.00	IMP	0.04	3,456.18	0.00	0.00
FILM Jumbo Orig Com Snk 2.5 oz	FILM Jumbo Orig Com Snk 2.5 oz	87,000.00	IMP	0.04	3,304.26	0.00	0.00
FILM SFY PANTRY ESSENTIALS	FILM SFY PANTRY ESSENTIALS	115,223.92	IMP	0.03	4,004.66	0.00	0.00
FILM Sunflower Rdp 2.5oz	FILM Sunflower Rdp 2.5oz	216,885.16	IMP	0.03	7,482.30	0.00	0.00
FLAVORING BTR	FLAVORING BTR 816.664U	2,100.00	lb	9.00	18,900.00	6.00	12,600.00
FLAVORINGS ANNATO	ANNATO	379,47203	lb	5.66	2,149.46	3.00	1,138.42
FLAVORINGS BUTTER PWDR	FLAVORINGS BUTTER PWDR	0.00	lb	2.30	0.00	0.00	0.00
FLAVORINGS NACHO PWDR	FLAVORINGS NACHO PWDR	0.00	lb	2.14	0.00	0.00	0.00
FLAVORINGS SALT 1255	SALT 1255 MORTON	10,688.92877	lb	0.24	2,514.95	0.18	1,924.01
GENERIC KRAFT BAGS	GENERIC KRAFT BAGS	552,444.62	ea	0.04	22,668.73	0.04	18,335.56

HAWAII POPCORN	J DIC GLUEDIN 4P-1C-19 7/8 X 15 7/8 X 10 3/8 32 ECT	3,462.00	1.05	3,627.69	0.00	0.00
HW POP Bags 10oz	HAWAII POPCORN 10OZ SIZE	33,938.00	0.19	6,470.07	0.01	338.38
HW POP Bags 2oz	HAWAII POPCORN 2Z BAGS	100,725.00	0.07	6,950.66	0.01	1,007.25
Jumbo Corn Nut PCH 32oz Cosco	32 oz Cosco Jumbo Corn Nut Pouches	4,576.00	0.32	1,446.02	0.01	45.76
LABELRAINDROPS CASE	CHOCOLATE RAINDROPS CASE 3X4	20,000.00	ea	458.00	0.01	200.00
LABELROCKS CASE	CHOCOLATE ROCKS CASE 3X4	17,600.00	ea	0.02	403.04	0.01
LABELSNACKWHITE	SNACK ARTISIT 300Z WHITE JAR LABEL	72,192.00	ea	0.03	1,858.21	0.00
LABELSNACKYELLOW	SNACK ARTISIT 300Z YELLOW JAR LABEL	12,240.00	ea	0.03	315.02	0.00
LIDS300ZPLASTICSAFEWAY	LIDS 300Z PLASTIC SAFEWAY	296,167.00	ea	0.03	8,214.80	0.00
ORG GENERIC KRAFT BAGS	ORGANIC GENERIC KRAFT BAGS	282,962.04	ea	0.05	13,727.34	0.04
OVERWRAP	OVERWRAP	8,800.00	lb	1.55	13,654.79	1.10
PACKER DISPLAY DIE 777	PACKER DISPLAY DIE 777 10.5 X 3 X 5.0 TUCK TOP AUTO BOTTOM	2,500.00		0.91	2,282.50	0.00
PACKER DISPLAY DIE 779-3 WITH	PACKER DISPLAY DIE 779-3 9.25 X 9.25 X 7.25 TUCK TOP AUTO BOTTOM	2,080.00		0.99	2,055.04	0.00
PCK CHOC ROCKS	PACKING OF CHOC ROCKS 2.5OZ	23,840.00		0.06	1,501.92	0.00
PCK SUNFLOWER RDRP	PACKING SUNFLOWER RDRP 2.5OZ	70.00		0.06	4.41	0.00
POPCORN BUTTERFLY YELLOW	POPCORN BUTTERFLY YELLOW	500.00	lb	0.45	224.96	0.40
POPCORN WHITE	POPCORN WHITE	1,000.00	lb	0.51	509.95	0.40
Choc Rocks 2.5 oz - Other	2.5 oz Tin Man Chocolate Rocks 48PK	320.00		21.81	6,979.65	19.20
FIRST STREET BUTTER 94% FF	FIRST STREET MICRO POPCORN BUTTER 94% FF 12/8 PK	465.00	CS	5.66	2,634.17	11.25
FIRST STREET EXTRA BUTTER	FIRST STREET MICRO POPCORN EXTRA BUTTER 12/8 PK	157.00	CS	6.64	1,041.83	11.25
GREAT VALUE POP BUTTER	07874201768 GREAT VALUE POP BUTTER 10 OZ 10PK 30 PL	1,067.00	CS	8.61	9,187.45	14.93
GREAT VALUE POP CARMEL	078742010830 GREAT VALUE POP CARMEL 10 OZ 12PK 64 PL	916.00	CS	9.30	8,520.02	17.93
GREAT VALUE POP CHEDDAR	078742010847 GREAT VALUE POP CHEDDAR 6 OZ 12PK 40 PL	1,620.00	CS	8.47	13,725.39	17.93
Original Corn Snacks 5oz - Other	Original Corn Snacks 5oz	5,236.00	ea	5.96	31,218.78	6.00
PACK AMERICAN CLASSICS - BUTTER	PACK AMERICAN CLASSICS MICROWAVE - BUTTER FLAVOR	479.00		6.32	3,026.57	2.00
PALM OIL ORGANIC	PALM OIL	6,700.00	lb	1.15	7,704.99	0.50
ROASTED SALT CORN	ROASTED SALT CORN	166,8174		1.15	191.84	0.01
SAVEALOT BUTTER POPCORN 17.4OZ	00005193365745 12PK BUTTER POPCORN 17.4 OZ	12.00	CS	12.67	152.08	2.00
SAVEALOT KETTLE POPCORN 14.5OZ	00005193362778 12PK KETTLE POPCORN 14.5 OZ	123.00	CS	11.72	1,441.83	2.00
SAVEALOT MOVIE POPCORN 17.4OZ	00005193365746 12PK MOVIE POPCORN 17.4 OZ	62.00	CS	13.58	841.88	2.00
SFY BUTTER	02113029851 SFY MICRO POPCORN BUTTER 12/3 PK	125.00	CS	6.35	783.18	8.95
SFY EXTRA BUTTER	02113029850 SFY MICRO POPCORN EXTRA BUTTER 12/3 PK	814.00	CS	6.53	5,313.98	8.95
SFY LITE BUTTER	02113029857 SFY MICRO POPCORN LITE BUTTER 12/3 PK	352.00	CS	5.91	2,080.27	8.95
SFY PANTRY ESSENTIALS YELLOW	02113029858 SFY PANTRY ESSENTIALS YELLOW 12/16 OZ	186.00	CS	6.28	1,130.22	9.96
Sunflower Rdp 2.5oz - Other	2.5 oz Tin Man Sunflower Raindrops 48PK	360.00		22.24	8,007.10	19.20
					345,424.55	188,717.32